

Exhibit 14

(9 pages)

From: Intended IPO <intendedipo@firexo.com>
Sent: Wednesday, November 24, 2021 6:09 PM
To: Intended IPO
Subject: IMPORTANT NOTICE REGARDING FIREXO CORPORATION
Attachments: Firexo Corp. Shareholder Letter.pdf

Dear All,

This notice is being sent to inform you that stockholders holding a majority of the outstanding stock of Firexo Corporation and entitled to vote thereon in accordance with the Delaware General Corporation Law authorized and approved, by written consent, the actions described in the attached notice. This notice is being sent pursuant to, and shall constitute notice under, Section 228(e) of the Delaware General Corporation Law, to each stockholder from whom the Company has not received written consent for such action and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for notice of such meeting had been the date that written consents signed by a sufficient number of stockholders to take such action were delivered to the Company as provided in Section 228(c) of the Delaware General Corporation Law.

No further action is required.

Thank you,

David Breith

CEO of FIREXO CORPORATION

November 24, 2021

Dear Stockholder,

I hope this letter finds you well.

I am writing this letter to inform you of several actions that have been taken by Firexo Corporation (the “Company”) in anticipation of our intended initial public offering of the Company’s shares (the “IPO”). Please note that these actions have already been approved by the Company’s board of directors and stockholders holding a majority of the Company’s outstanding voting stock.

First, the Company’s certificate of incorporation was amended and restated and filed with the Delaware Secretary of State on November 18, 2021 (the “Effective Date”). The amending of the Company’s certificate of incorporation was necessary in order to, primarily, (i) increase the total number of shares of stock that the Company is authorized to issue (in order to accommodate for the shares that will be offered to the public pursuant to the IPO and issued pursuant to the forward stock split detailed below), (ii) facilitate the Company’s ability to repurchase shares of the Company’s common stock from employees, officers, directors, advisors, consultants or other persons performing services for the Company (in order to potentially ease the administrative burdens placed on the Company in the future), and (iii) create a new class of preferred stock that may be issued by the Company (in order to assist with future fundraising and acquisitions and the administrative needs of the Company). Please note that no shares of the preferred stock have been issued and there are no current plans to issue such shares for the foreseeable future. A copy of the amended and restated certificate of incorporation is enclosed as Attachment A.

Second, and in conjunction with the first action, a forward stock split of one hundred (100) for each one (1) share of common stock has been approved, whereby each outstanding share of common stock of the Company immediately prior to the Effective Date was converted and split into one hundred (100) outstanding shares of common stock on and after the Effective Date (the “2021 Forward Stock Split”), increasing the number of outstanding shares from 77,033 shares of common stock to 7,703,300 shares of common stock. The intention was for each stockholder to own the same percentage of the outstanding shares of the Company both immediately prior and subsequent to the Effective Date; however, please note that any fractional share of common stock that resulted from the 2021 Forward Stock Split was automatically rounded up to the nearest whole number of shares. As a stockholder in the Company, please be advised that you may (but are not required to) surrender your stock certificate(s) to the Company in exchange for a replacement certificate reflecting the increased number of shares of common stock to which you are entitled pursuant to the 2021 Forward Stock Split. Please be assured that the Company’s books and records, including its stock ledger, will accurately reflect the increased number of shares of common stock to which you are entitled.

Lastly, four new members of the Company’s board of directors have been elected. Information regarding the new members of the board of directors can be found in Attachment B to this letter.

Thank you again for your patience and assistance with this intended IPO process.

Yours sincerely,

David Breith, CEO

ATTACHMENT A

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
FIREXO CORPORATION,
a Delaware corporation**

Firexo Corporation, a corporation organized and existing under the laws of the State of Delaware (the “**Corporation**”), hereby certifies that:

FIRST: The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on April 15, 2021 and a Certificate of Amendment of the Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on August 26, 2021.

SECOND: Pursuant to Sections 228, 242, and 245 of the General Corporation Law of the State of Delaware, the Corporation files this Amended and Restated Certificate of Incorporation of Firexo Corporation (this “**Amended and Restated Certificate of Incorporation**”).

THIRD: That the stockholders and the Board of Directors of the Corporation duly adopted resolutions to this Amended and Restated Certificate of Incorporation.

FOURTH: that the Certificate of Incorporation of the Corporation be amended and restated in its entirety as follows:

ARTICLE I

The name of the corporation is Firexo Corporation (the “**Corporation**”).

ARTICLE II

The Corporation’s registered office in the State of Delaware is located at 16192 Coastal Highway, Lewes, Delaware 19958, County of Sussex. The registered agent in charge thereof is Harvard Business Services, Inc.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

ARTICLE IV

A. Classes of Stock. The total number of shares of all classes of stock that the Corporation is authorized to issue is 110,000,000 shares, consisting of two classes of stock to be designated, respectively, “**Common Stock**” and “**Preferred Stock**.” 100,000,000 shares shall be Common Stock, par value \$0.0017125 per share, and 10,000,000 shares shall be Preferred Stock, par value \$0.0017125 per share.

B. Rights, Preferences, Privileges and Restrictions of Preferred Stock. The Preferred Stock authorized by this Amended and Restated Certificate of Incorporation may be issued from time to time in one or more series. The Corporation's Board of Directors (the "**Board of Directors**") hereby is authorized to fix or alter the rights, preferences, privileges and restrictions granted to or imposed on each series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them. Subject to compliance with applicable protective voting rights that have been or may be granted to the Preferred Stock or any series thereof in Certificates of Designation or in this Amended and Restated Certificate of Incorporation ("**Protective Provisions**"), but notwithstanding any of the other rights of the Preferred Stock or any series thereof, the rights, preferences, privileges and restrictions of any such series of Preferred Stock may be subordinated to, *pari passu* with (including, without limitation, inclusion in provisions with respect to liquidation and acquisition preferences, redemption and/or approval of matters by vote or written consent) or senior to any of those of any present or future class or series of Preferred Stock or Common Stock. Subject to compliance with applicable Protective Provisions (if any), the Board of Directors also is authorized to increase or decrease the number of shares of any series of Preferred Stock, before or after the issuance of such series, but not below the number of shares of such series then outstanding. In case the number of shares of any series is so decreased, the shares constituting such decrease shall resume the status that they had before the adoption of the resolution originally fixing the number of shares of such series.

C. Forward Stock Split. Effective upon filing this Amended and Restated Certificate of Incorporation with the Secretary of State of Delaware, a 100-for-1 forward stock split for each share of Common Stock outstanding or held in treasury immediately prior to such time shall automatically and without any action of the part of the holders thereof occur and be classified as Common Stock (the "**Forward Stock Split**"). The par value of the Common Stock shall remain \$0.0017125 per share. This conversion shall apply to all shares of Common Stock, with all outstanding shares of Common Stock being converted to Common Stock. No fractional shares of Common Stock shall be issued upon the Forward Stock Split or otherwise. In Lieu of any fractional shares of Common Stock to which the stockholder would otherwise be entitled to upon the Forward Stock Split, the Corporation shall be automatically rounded up to the nearest whole number of shares. All certificates representing shares of Common Stock outstanding immediately prior to the filing of this Amended and Restated Certificate of Incorporation shall immediately after the filing of this Amended and Restated Certificate of Incorporation represent instead the number of shares of Common Stock. Notwithstanding the foregoing, any holder of Common Stock may (but shall not be required to) surrender his, her, or its stock certificate or certificates to the Corporation, and upon such surrender the Corporation will issue a certificate for the correct number of shares of Common Stock to which the holder is entitled under the provisions of this Amended and Restated Certificate of Incorporation. Shares of Common Stock that were outstanding prior to the filing of this Amended and Restated Certificate of Incorporation, and that are not outstanding after and as a result of the filing of this Amended and Restated Certificate of Incorporation, shall resume the status of authorized but unissued shares of Common Stock.

ARTICLE V

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, and elections of directors need not be by written ballot unless the Bylaws of the Corporation (the "**Bylaws**") so provide. The number of directors of the Corporation that will constitute the whole Board of Directors shall be fixed from time to time by, or in the manner provided in, the Bylaws or in an amendment thereof duly adopted by the Board of Directors or by the stockholders.

ARTICLE VI

The Corporation shall exist perpetually unless otherwise decided by a majority of the Board of Directors.

ARTICLE VII

Except as otherwise provided in this Amended and Restated Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws.

ARTICLE VIII

Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the laws of the State of Delaware) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws.

ARTICLE IX

To the fullest extent permitted by applicable law, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of a fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended after the date on which this Amended and Restated Certificate of Incorporation is filed with the Secretary of State of Delaware to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

Any amendment, repeal or modification of this **Article IX**, or the adoption of any provision of this Amended and Restated Certificate of Incorporation inconsistent with this **Article IX**, by the stockholders of the Corporation shall not apply to or adversely affect any right or protection of a director of the Corporation existing at the time of such amendment, repeal, modification or adoption or increase the liability of a director of the Corporation with respect to any act or omission of such director occurring before such amendment, repeal or modification.

ARTICLE X

To the extent that one or more sections of any other state corporations code setting forth minimum requirements for the Corporation's retained earnings and/or net assets are applicable to the Corporation's repurchase of shares of Common Stock, such code sections shall not apply, to the greatest extent permitted by applicable law, in whole or in part with respect to repurchases by the Corporation of Common Stock from employees, officers, directors, advisors, consultants or other persons performing services for the Corporation or any subsidiary pursuant to agreements under which the Corporation has the right to repurchase such shares at cost upon the occurrence of certain events, such as the termination of employment. In the case of any such repurchase, a distribution by the Corporation may be made

without regard to “preferential dividends arrears amount” or “preferential rights amount,” as such terms may be defined in such other state corporations code.

ARTICLE XI

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.

FIFTH: That the foregoing amendment and restatement was duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be signed by David Breith, the sole member of the Corporation's Board of Directors, this 17th day of November 2021.

FIREXO CORPORATION

By: /s/ David Breith

Name: David Breith

Title: Director

ATTACHMENT B

New Members of the Board of Directors

Gareth Baldwin, Director

Mr. Baldwin has served as Operations Director of Firexo Group Limited beginning in February 2019. Prior to joining the Firexo group of companies, Mr. Baldwin founded Baldwin Noke Ltd, a construction company for which he managed operations and served as a director from May 2013 to April 2019. He has also served as a director for each of Gareth Baldwin Consultancy Ltd, a land agent consultancy firm, since October 2015 and Bucks Property Construction & Maintenance Ltd, a construction company, since September 2020. The Company believes Mr. Baldwin is qualified to serve on its board of directors because he is a skilled technical executive and negotiator, with extensive practical knowledge and experience in the formation and management of companies.

Nicholas Nelson, Independent Director

Mr. Nelson has served as a consultant to the board of directors of Firexo Group Limited beginning in February 2021, during which time he gained extensive knowledge regarding the Firexo group of companies. Since April 2021, he has served as a director of SOPS Connect Limited, a Welsh FinTech company that is developing a unique banking and contactless payment system, focusing his efforts on business plan development, raising funds, and commercializing the technology in anticipation of a stock exchange listing. He currently serves as a director of NexFin Limited, a London-based IPO consultancy firm he formed in October 2020 through which he provides his services. Mr. Nelson joined Phimedix Plc as a director in March 2020 to help oversee the company's conversion into an AIM-listed shell company. Although Phimedix Plc has since been delisted from the exchange, he remains a director. From November 2018 Mr. Nelson served as a director of SulNOx Group Plc, a fuel emulsifier development and distribution company, becoming Chief Executive during the IPO process that saw the company list on London's AQSE Stock Exchange in December 2019. He departed SulNOx Group Plc in September 2020 in order to pursue Nexfin Limited. From January 2011 to June 2019, Mr. Nelson was the Executive Chairman of Eastinco Mining and Exploration Plc, a mining company he co-founded and took public in the UK in April 2013. Over the course of his career, Mr. Nelson has worked for many years in corporate consultancy (having advised on and provided support to more than 100 IPOs) and communications (having handled PR for dozens of public companies in the UK). He also gained extensive London stock market experience, working for thirteen years in stockbroking and investment management. The Company believes Mr. Nelson is qualified to serve on its board of directors because he brings a professional competence developed from nearly four decades of experience as a director, executive, and employee of companies in a diverse range of industries.

Winand Staring, Independent Director and Chairman

Mr. Staring has served as an acting director and group chairman of Firexo Group Limited. Mr. Staring is the co-founder, President and Chief Executive Officer of the Innovation Centre for Education (iCE) Doha, a Qatari non-profit organization founded in 2016 for purposes of providing professional services in the fields of education and leadership management and

licensed by the Qatar Financial Centre Authority. Since July 2012, he has worked as an Ambassador-at-Large and Senior Adviser on Strategic Partnerships with Fanack, a Dutch non-profit organization that provides informed facts and analysis on the history, society, economy and culture of the Middle East and North Africa (MENA) region and initiates development programs in the fields of water, tree planting and climate change in the Middle East. He has served as the Trusted Liaison & Focal Point in the Gulf Region for Bridport & Cie SA, a Swiss financial services company specializing in the global bond markets, since December 2018. Mr. Staring has recently taken on assignments as the GCC Advisor & Liaison for NSPartners, the renowned Swiss wealth and asset management group, as well as acting chairman of CAS International, a UK-based contract administration and claims services company that also operates in Qatar and the Gulf Region. In addition, he serves as a consultant to Qatar Overseas Management (QOM), a Qatari company operating in the fields of oil and gas and water management. Mr. Staring previously served as an ambassador-at-large, based in Qatar, for the MENA region at The Hague Institute for Global Justice, an independent non-profit organization that aims to shape discourse and bridge gaps between research, policy and practice on global issues, from October 2015 to May 2018. He has also served as a Dutch and United Nations diplomat, holding various posts from 1980 to 2002, mainly in development aid positions, in Asia and Latin America. He has served on various occasions as a consultant and advisor, including to the World Bank and governments, and is the author of several publications in the field of development economics. Descended from a Dutch family of renowned poets and scientists, Mr. Staring earned a Master of Science (MSc)/Doctorandus in Macroeconomics (with distinction) from Erasmus University in Rotterdam, The Netherlands and an MSc Certificate in Agricultural Economy from Wageningen Agricultural University (Winand Staring Centre) in The Netherlands. He also earned a Certificate in Water Resource Economics from the Asian Institute of Technology in Bangkok, Thailand. Mr. Staring served the Dutch army for two years. He speaks Dutch, Spanish, English, German, French and some Thai.

Chris Wise, Independent Director

Mr. Wise, a Chartered Accountant and member of the Institute of Chartered Accountants in England & Wales (ICAEW), is the owner of Wise Accountants Limited, a chartered accountancy professional firm he formed in January 1992 that provides compliance, tax and auditing services. Since April 2015, Mr. Wise has served as finance director of Innuvate Limited, a company that has developed an app that assesses the effectiveness of change programs used in solving organizational issues, and Inuous Group, a consultancy firm that specializes in resolving organizational issues and provides services to international companies such as Novartis, Unilever and BT. From April 2014 to January 2020, he served as a part-time finance director of Vanarama Limited, a personal and commercial vehicle leasing company, before becoming the full-time finance director of the company's Maltese insurance arm in January 2017. From July 1992 to April 2016, Mr. Wise served as a finance director of the Beechdean Dairies Group, where he has supported the managing director in all aspects of financial reporting, strategy planning, and monitoring and implementation of funding options. The Company believes Mr. Wise is qualified to serve on its board of directors because he is a finance professional with strong experience in the corporate sector as both an external auditor and an internal finance director of growing companies who serves with a focus on compliance, profitability, and proper financial statement disclosure.